



# TO THE SKYLANDS,

### STRANGER!

Up here you will find a world of airships, color magic, and endless possibilities. A land filled with wondrous creatures, legendary weapons, ancient evils... and the skyward travelers who, like yourself, have come to the high skies in search of fortune, adventure, and a place to belong. A people unto themselves, these travelers are now known simply as Skylanders, regardless of the nation of their birth, their species, or their beliefs.

However, while I hate to be the bearer of ill-tidings, I must inform you that you have come to these parts at a time of great turmoil and upheaval. Indeed, after millennia of floating above the mainland, beyond the reach of its wars - wars of religion, wars between nations, wars between species, and again and again, wars between light and shadow - a recently discovered wealth of lumite has made the Skylands the focus of all of Lyra.

Called by the promise of wealth, these Skylands are now brimming with bloodthirsty pirates, vicious mage hunters, and outlaws so powerful that even Mainland royalty fear them. And then of course, there's the Alliance, their Peacekeepers armed with unmatched weaponry...

Well, I fear one need not be an Akari Seer, such as I, to read the signs: with so many different factions seaking the same fortune, war is coming to the Skylands. However, to my ancient eyes you appear to be one of the special ones, the rare few who make their own destiny.

So then, tell me now Skylander, what say you?

What will your story be?





# **ТОМРОКО**

As a Tompoko, Tomen was used to not being taken seriously - in fact, he counted on it. As the pirates were busy searching his airship, he slipped out ablade and began cutting his bonds unnoticed. He stole away while the guards were distracted and used his secret passage under the galley table to sneak to the helm. He grabbed the tiller and spun with all his might; the airship engines suddenly churned and spun, pushing up and to the left, setting the whole deck on a steep incline. Some of the pirates immediately plunged off into the sky.

Tomen dispatched the rest of the brigands quickly with the point of his rapier.



The diminutive Tompoko live in small bands in the nooks and crannies of the Skylands, ingratiating themselves with smugglers and nobles alike. Owing allegiance to no nation, the Tompoko move freely between the Skylands, bringing news and trade wherever they may land. They are highly valued companions due to their penchant for collecting rare parts and weapons and being able to talk their way out of sticky situations.











### TOMPOKO NAMES

Tom-Tom, Pozolo, Jim-Jam, Momo, Omatoma, Barth, Little Jon, Donny, Frizz, Jobo, Fotoboto, Peeti, Koko, Taski, Bibi, Drix, Lozo

### TOMPOKO TRAITS

Ability Score Increase: Increase your Dexterity or Charisma score by 2 and another attribute by 1.

Age: The Tompoko reach maturity at the age of 13 and typically live up to 100.

Size: Your size is Small. Tompoko are typically around 4 ft. tall.

Speed: Your speed is 25 feet.

Inscrutable. Creatures have disadvantage on Insight checks against you.

Sneaky Little Guy. You have proficiency in the Stealth and Performance skills.

Slippery. You are immune to magical effects that restrict or limit your movement.

Big ol' Cheeks. You may store up to 1 cubic foot/5 lb. in their cheeks without notice and 3 cubic feet/10 lb. while being obvious. If you have an unsheathed bladed weapon in your mouth you take damage equal to that weapon's attack damage every round. You can keep items in your mouth for up to one hour and once you use this feature you can't use it again until you complete a long rest.

### Тне Тоѕнко

A large band of Tompoko who are known to live in treetop villages.

Climber. You have a climbing speed of 25 ft.





A large band of Tompoko who are known to prefer tunnels, caves, and traveling by night.

*Darkvision*. Accustomed to nocturnal life, you have superior vision in dark and dim conditions. You can see in dim light within 60 ft. of you as if it were bright light, and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

### **UNCONVENTIONAL WARRIORS**

Unlike some other groups in the skylands, Tompoko do not have a strong martial tradition. At four feet tall, they are among the smallest in the Skylands. Their nimble frames make them more adept at avoiding conflicts than engaging in combat directly. While this gives them a reputation for being cowards, Tompoko rarely balk from a challenge. They instead seek unconventional solutions, relying on their wit and resourcefulness to outsmart their opponents.

#### **SELF-RELIANT**

The Tompoko lifestyle is driven by making the most out of every resource. Whether it is repairing an airship without proper tools or making their way through treacherous terrain, Tompoko make their way based on intuition and using what is available. The Tompoko's quick instincts allow them to turn obstacles into opportunities. Their approach to various challenges makes them adept problem solvers and formidable companions.

### FOLLOWERS OF THE TRICKSTER GOD

Tompoko live by one tenet: an item belongs to the person who needs it most. For this reason, Tompoko see no issue in relieving a noble of their wealth, or an airship of its precious cargo. This belief comes to them from their god Ghib-Ghib, also known as the Trickster. Ghib-Ghib embodies the essence of playful trickery and unconventional wisdom. Rather than clinging to material possessions, they celebrate the concept of communal abundance, encouraging a spirit of generosity.

#### **CUNNING SPIES**

Tompoko's small stature and unassuming presence enable them to blend into any environment, becoming observers and eavesdroppers, acquiring valuable information unnoticed. With their gift for conversation they effortlessly navigate social circles, forming friendships and cultivating alliances - their true loyalty hidden beneath their irresistible charm. All these gifts have allowed the Tompoko to create an information network that is the most elaborate on Lyra. In the Skylands, any Tompoko who finds themself in a strange place, finding out everything that's going on is simply an issue of finding one of their own kind.













## **G**RC

Krothu had been chasing the Nai assassin through the Skylands for two days. He hadn't slept once, depending entirely on Ry'zak to keep him going, but he was not tired. He finally found the Nai meditating in a shadow lumite cave, under the surface of a frontier Skyland at the far limit of the Outer Ring.

The Nai opened her eyes, solid black with Kaos, and laughed at Krothu, "I was worried you'd be a Pale Orc from the Magistrate." Krothu rested a green hand on his revolver,

> "Just a plain 'ole bounty hunter. And you've got a price on your head." The Nai stood up, her Kaos tattoos pulsing with power. "Look around you, bounty hunter. I have endless power to pull from. I control your fate like a god. Kneel before me, or die."

Krothu smiled, "Kneeling IS dying."

The cave crackled as the Nai attacked with an orb of darkfire. Krothu, calmly side stepped its cold burn, drew his revolver, and fired off a single Magebane bullet...

Orcs are renowned for their size, strength, and their ability to survive in the most extreme situations. Orcs are obsessed with freedom and independence and look at all organizations with mistrust. The carnivorous Orcs can often be found working as butchers, ranchers, and cowboys across the Skylands, but rarely as members of a faction.











Their long standing tradition as buk'buk riders on the mainland has translated well to airships and gliders and their skill as pilots is legendary. Orcs of the past were famously fearsome riders thanks to their symbiotic relationship with the Buk' Buk. For an Orc, to lose their airship, glider, or steed is a tragedy and to mistreat it is a crime. An Orc will always make sure of their mount's well-being before their own, or risk the possibility of being cast out from Orc culture.

### ORC NAMES

Blue Orcs: Deran, Gonth, Brusk, Chug, Golia Red Orcs: Trisk, Katha, Gojo, Honta, Qurala Green Orcs: Tana, Blut, Karigh, Orgoth, Ohji

Ability Score Increase: Increase your Strength or Wisdom Score by 2 and another attribute by 1.

Age: Orcs reach maturity at the age of 16 and typically live into their 70s and 80s.

Size: All Orcs are medium size. Red Orcs are the smallest, but are taller and typically leaner than a human of similar size. Green Orcs are the closest, but tend to be taller than humans. Blue Orcs are much bulkier than humans and largest of the Orcs.

RED ORCS: 130-169 lbs., 5-6 ft., slim.

Green Orcs: 150-240 lbs., 5.5-6.5 ft., stocky.

Blue Orcs: 200 lbs. plus, 6-7 ft. large.

Speed: Your speed is 30 ft.

*Carnist.* Your diet is meat based and you cannot survive on a vegetarian diet. You can go twice as long without eating before suffering from exhaustion.

Nomadic Tradition. You have proficiency in the Survival and Animal Handling skills.

**Power of Endurance.** When you are reduced to below half of your maximum hit points, you may use your reaction to gain 2d6 + CON hit points. Once you use this feature you may not use it again until you complete a long rest.

### **DIVIDED HISTORY**

While the majority of Orcs seem to thrive within Lyran civilization, for some there is still a touch of nomad in their blood. Upon the invention of flight, many nomadic Orc clans migrated to the Skylands. This group embodies the independent spirit of Orc culture that's deep in their blood, but adopts modern technology, preferring airships to Buk' Buk and Doru revolvers to spears. These Orcs tend to be lone wolves, riding the High Skies where all they seek is freedom.

### **MEAT FORWARD**

The harsh weather on the mountains of their origin made farming and gathering near impossible, causing Orcs to exclusively hunt for food and evolve an entirely carnivorous diet. Orcs are large and need a great deal of fuel, therefore meat, in order to function. If forced to go too long without meat they grow weak and sick. In extreme cases, they have been known to survive on the flesh of humans, Kyran, and even other Orcs, so a starving Orc is a danger to those around them.

### RYZAK

Orcs have mastered the art of fermenting Buk' Buk milk to create Ryzak, a protein rich alcoholic drink that, while fatal to most species (and terrible smelling), can keep a full grown Orc going for days straight without break or rest and does not spoil.

### MARATHON WARRIORS

Though their strength and size are of great value in the arena and the battlefield, it's the Orc's ability to endure that makes them most powerful as soldiers. When passionate for their cause, an Orc is nearly incapable of stopping its pursuit. Orcs feel pain like all other species, but it does not stop them. Orcs feel exhaustion like other species, yet they will not quit. Orcs have limitations just like everyone else, they are just more willing to test them.













## KAOS RESISTANCE

When you choose the orc species, choose one of the following colors: BLUE. RED. GREEN

BLUE ORCS are the largest of the Orcs. They evolved in the freezing Screaming Mountains. They see size as a status of wealth and power, given the difficulty of maintaining a heavy frame in freezing conditions. They have developed hardy bodies and thick body hair to go with their large and sturdy frames, and are feared by all in close combat.



### FROST STRENGTH

If you make an attack against an object, you gain advantage on that attack. You are proficient in improvised weapons. You gain proficiency in the Intimidation skill.













RED ORCS acclimated to the high temperatures and lifestyle of the Fire Sands that border Al Sula, developing slim, agile bodies. Unlike other Orcs, Red Orcs focused less on livestock raising, violent raiding, and game hunting, instead mastering trading with non-Orc merchants. Because of this, Red Orcs are the most comfortable Orcs in non-Orc society



### FIRE WALKER

When you choose the Red Orc ancestry, you gain proficiency in Athletics. You also gain proficiency in firearms. You may add +2 to your Dexterity score rather than Strength or Wisdom. If you do, you may not add your additional attribute bonus point to Dexterity, but you may add it to any other attribute.



Born in the swamplands of southern Illum, GREEN ORCS are the physiological "middle child" between Blue Orcs' burl and Red Orcs' lean frames. They are the most common Orc, and are now found in all corners of Lyra. Green Orcs were the first of the species to lay claim to the High Steppe Plains of Southern Illum where livestock could be more easily raised and are the most sedentary of the species



### FERMENTING GUT

You gain proficiency in the Medicine skill. Once per long rest, you may belch a toxic cloud as an action; each creature in a 15 ft. cone must succeed a DC 13 Dexterity check or take 2d10 poison damage.





















### 3RD LEVEL FEATURE - BOMBER

Starting at the 3rd level, whenever you take a long rest, you may craft up to three bombs by using 10 sp worth of materials. You are proficient in using bombs as a weapon. Due to their volatile nature, the bombs become duds after seven days. Every time you gain a level, you craft one additional bomb per long rest. Whenever a bomb is used for an attack, it is destroyed.

Вомв	4 sp	1d8 bludgeoning	2 lb.	finesse, thrown (20/40 ft.), explosive
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Explosive. When this weapon deals damage to a creature, it deals half that much piercing damage to each creature within 5 ft. of the attacked creature.

### 3RD LEVEL FEATURE - DANGER SENSE

Starting at the 3rd level, You gain proficiency in *Perception* (or expertise if you already have proficiency) and advantage on checks to discover traps of magical or non-magical origin.



### 9TH LEVEL FEATURE - CLUSTER BOMB

Beginning at the 9th level, when you make an attack with a bomb, you may combine 3 bombs to make a cluster bomb. Choose a point within range. Each creature in a 10 ft. radius must make a DC 15 Dexterity saving throw. On a success, they take 2d4 piercing damage. On a failure, they take 3d8 force damage.

### 13TH LEVEL FEATURE - REMOTE DETONATION

You have learned to infuse your bombs with remote detonating magic. You may set a bomb or a bomb cluster up to explode on a command word while you are within 100 ft. of the bomb. You must detonate the bomb within 1 hour of setting it or it becomes a dud. The bomb does its regular damage to any creatures or structures in a 5 ft. radius. If all creatures within 10 ft. are unaware of the bomb, you do not have to make an attack roll. Roll damage for each creature within 10 ft. of the bomb when it detonates.

### 17TH LEVEL FEATURE - MEGA BOMB

Beginning at the 17<sup>th</sup> level, once per long rest you may spend 10 gp worth of material to make a mega bomb. The bomb is made of volatile compounds and only lasts for one day.

Меда Вомв	15 GP	5d10 force damage	10 lb.	finesse, thrown (30/60 ft.), explosive
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**BOULDER** 

WIZARD

2nd-level Evocation

CASTING TIME: 1 action

RANGE: 100 ft.

COMPONENTS: V, S

Duration: Concentration, up to one minute

A 10 ft. tall boulder erupts from the ground at a point within range. When this boulder emerges, pick a direction. When you pick a direction and at the beginning of each of your turns, that boulder rolls 30 ft. in that direction. You may use your reaction to change the direction the boulder rolls. When that boulder runs into a creature, they take 2d8 bludgeoning damage and are pushed to either side of the path (their choice). The boulder cannot climb ledges more than 4 ft. tall and will destroy wooden walls less than 4 in. thick (but not others). If the boulder cannot move forward it will automatically reverse course and come back the way it came. At the end of the duration or when you lose concentration, the boulder turns into light sand.

### SHADE WALK

WARLOCK

2nd-level Conjuration

CASTING TIME: 1 action

RANGE: 100 ft.

COMPONENTS: S

Duration: Instantaneous

You step into a shadow you can entirely fit into. You then may step out of another shadow that you can see within 100 ft. You must fit fully into both shadows when you cast this spell (you cannot step out of the shadow of a pebble or cup-but trees, buildings, and tables are fair game).

### **HEALING POOL**

DRUID

2nd-level Enchantment

CASTING TIME: 1 minute

Range: Touch

COMPONENTS: V, S

Duration: 10 minutes

Gently touch a pool of water or stream. For the duration, the water is purified and safe to drink, and anyone who gets in the enchanted water or drinks it gains 2d8 temporary hit points.

### INDUCE RAGE

BARD

1st-level Enchantment

CASTING TIME: 1 action

TARGET: Humanoid

Range: 30 ft.

COMPONENTS: V, S

Duration: 1 minute

You attempt to incite a humanoid you can see within range. It must make a Wisdom saving throw. On a failure, it is enraged towards the nearest creature until the spell ends or until you or your companions do anything harmful to it. This may mean attacking it, becoming aggressive towards it, or some other action at the DM's discretion. If you cast this spell on a willing creature, they gain advantage on the first attack against the target. The target is aware you cast a spell on them at the end of the duration.

















For Skylanders, airships are more than a mode of transport, they're a way of life. As such, the airships of the Skylands are as varied as those that fly them. Airships come in all shapes and sizes, from the humble sloop with a handful of crew to the mighty war frigates with compliments of hundreds. Airships tend to reflect their crew; for many of them, it is their home and their crew is their family.

Every nation across Lyra has commissioned airships for commercial, military, and scientific purposes. The docks of Skyland colonies have many shipwrights working tirelessly on new ships and technologies to power the continuous exploration of the skylands. The majority of ships that venture out into the Skylands are powered by lumos gas, which comes from ground lumite or Skywhale oil. Burning lumos gas releases enough Kaotic energy to make airships float and a variety of balloons, wings, ballasts and sails help them maneuver.

### **OBTAINING AN AIRSHIP**

Obtaining an airship and outfitting it is an incredibly expensive endeavor that only the richest and most powerful can achieve unaided. Explorers and freelancers who crew their own airship often have a sponsor, someone who finances their operations in exchange for rare loot or favors. Others steal their airship, but that has its own challenges. Losing an airship is an embarrassment that is not easily forgotten. A stolen airship will result in its owner pursuing the thief with all their means. Highly influential people may commission or outright buy airships for large sums. The going rate for airships is about ~1.5 gp per sq. ft. of deck space, whereas the average 20x60 ft. sloop is 2,000 gp. Corvettes, cruisers, and frigates increase in price exponentially. Powerful agents may commission an adventuring party and give them use of an airship for work.

### THE SLOOP

The humble sloop is the most basic airship around. No frills or extra features, the sloop is the most common ship in the skies. Most are unarmed but adventurers often outfit theirs with swivel cannons for emergency situations. It is recommended to start your crew with a sloop for most adventures because it is versatile and simple, and your party can always pay to upgrade their ship later.

### AIRSHIP TRAVEL

You can commission airships for travel across the inner ring, visiting the various skyland colonies. While it is possible to commission a ship to go to the outer skylands, these trips are a lot more expensive due to the risk, distance, and presence of pirates. These rates also vary based on who you are commissioning. Pirates may be willing to transfer you at a discount, granted you pay them a favor in the future.











### SHIP SUPPLIES

Every ship has some basic supplies that are essential to have on board. Some of these are matters of survival and practicality, and some are a matter of tradition.



### **ECHOBIRD STATION**

This is a cage and nest, along with all the necessary equipment to care for and deliver messages with an Echobird. An Echobird can deliver messages of 500 words or less in their owner's voice up to hundreds of miles, with greater distances requiring more time to travel. To give an Echobird a destination, you have to give it a rock from that location. Echobird stations come with small pebbles from all of the major towns and provinces, both on Lyra and the Skylands. Each Echobird is strongly bonded with its station and its home, and it would only move if it found a mate elsewhere. (Echobird Included)





#### LIFE PRESERVER

This life preserver is powered by purple lumite infused glass orbs and can float in the air. You can throw this overboard to someone within 200 ft. of the ship, and while a creature is holding it with at least one hand they can float towards the ship at their movement speed.



### **FIRST AID KIT**

This item has 3 uses. If you spend 10 minutes with this item, restore 1d8 hit points to you or a friendly creature. Once you use this item three times, it cannot be used again until you restock your vessel.













### **SPY GLASS**

This long cylindrical tube is filled with glass lenses that are adjustable. While using both hands with this item, you can clearly see objects within 1000 ft., and gain advantage when making Perception checks when viewing in that range.

### STARFALL METER

A large, intricate device that issues a warning sound when a Starfall is imminent within a 25 mile radius. After it does so, it can be used to ascertain the direction of that Starfall with a continuous sound that gets louder when pointed in the correct direction. They have many knobs and meters that need to be calibrated correctly in order to account for wind, atmospheric pressure, and Kaos Field interference. As such, in order to use it properly, you must make a DC 16 Arcana or Investigation check in order to correctly utilize the device for 1 hour. On a failure, the device is miscalibrated and cannot be used again for 10 minutes.













### SHIP COMBAT

When you begin combat, each player rolls initiative and the Dungeon Master (DM) rolls initiative for each enemy vessel:

- The group with the highest initiative goes first. Players decide their turn with their highest individual initiative.
- \* All players share a turn, going in their initiative order.
- Each group goes in order of their highest initiative. The DM should only roll initiative once per enemy vessel.

### PLAYER TURN

When the players take their turn, they go in their initiative order and take their turn. When they are aboard a friendly ship, they can take the *Operate System* action:

OPERATE SYSTEM - Choose one of the systems on the ship. Make a check using your attribute modifier for one of the attributes associated with that system. For instance, the *Maneuver* system, where you steer the ship to avoid enemy attacks requires either a Charisma or Dexterity check. If another player has made this check, add your result to theirs.

Once every player has taken their turn, use their total results and resolve the systems from the top to the bottom, whoever takes the Operate System action first per system chooses the execution of that system, if any choice needs to be made, or rolls for the effect of the system (firing weapons, for example).

Players who do not take the Operate System action resolve their turn after all of the systems of the ship have been resolved.



Each ship has a number of systems based on its ship type. In our example below, the Celeste has four systems:

### MANEUVER (CHA, DEX)

Your crew may manipulate the tiller, rudder, sails, and ballast to get your ship into position and avoid enemy attacks. Your ability to react quickly and effectively lead others determines your success operating this system.

### • Engines (INT, STR) Powering the engines is a complex and taxing operation. Utilizing lumite and knowing how far you can push your engine and keep it together is the difference between sailing your airship and sinking it. In the heat of battle you can manipulate various valves, overload the furnace, and increase intake to make the engine operate

- WEAPONS (STR, DEX) The weapons on board your ship are your best tool for handling hostile airships. Aiming cannons and ballistas is as much a matter of strength as it is precision due to their great weight.
- REPAIR (WIS, INT) Your airship is the only thing separating your crew from plummeting to their demise. Keeping your ship operable is the most important task for keeping your crew alive. It requires the sharpest mind in order to read how to correctly fix damages quickly in the heat of battle.

Each system is difficult to operate, and there are a range of effects. For the Celeste, they are as follows:

Less than is	MINIMUM EFFECT		
15	Less effect		
20	Normal effect		
25+	More effect		

Larger ships are more difficult to operate and require several crew to operate each system.









more efficiently and give you a burst of speed.



### **CREW**

Crew can be hired to help operate systems, but they require money to be employed and do not like being put in danger, often retiring if they take damage during a ship combat. Players have to take an action to assign or reassign crew during combat. They may reassign any number of crew when they do so. The crew ranking and salaries are

as follows:

Novice Crew	+1d6 to <i>Operate Systems</i> or one <i>Attack</i> action.	10 sp per day
Experienced Crew	+1d8 to <i>Operate Systems</i> or one <i>Attack</i> action.	i gp per day
Expert Crew	+1d10 to <i>Operate Systems</i> or one <i>Attack</i> action.	5 gp per day

### HULL

Each ship has a number of hull points, determined by its ship type and if there is any armor. Ship weapons do damage to other ships in hull points. Each hull point is equal to 10 damage from normal sources. If a ship is at or below half of its maximum hull points, it is Wrecked, and its systems work at less effect. For instance, if a crew makes a Maneuver check of 20, the result will be as if they got a 15. If it is at 0 hull points, it is Scuttled and its systems have no effect and repairs must be made with materials worth at least half of the ship's value to make it operable again.

### **VERTICALITY**

Ship combat happens on a two-dimensional plane, like regular combat. Airship weapons can pivot on the vertical axis, so the only way to gain cover is to move around Skylands.















### WEAPON PROPERTIES

RELOAD I - This weapon can make one attack before you need to take a bonus action to reload. Weapons with this property can only be fired once per turn without overheating and rendering the barrel Inoperable.

#### FIGHTING CREATURES

Creatures in the Skylands have evolved to be more powerful and magically aligned than their counterparts on the surface. Sometimes, in the course of travel, one of the great beasts of the skies may attack your vessel. In that case, use standard damage types rather than hull damage. To use ship weapons against a creature, they must be size large or larger. Otherwise, you have disadvantage.

#### FIGHTING SHIPS

Ships attack each other with cannons and rams, weakening them and allowing their warriors to board. Only great empires fight their vessels to the death, and even then only in dire circumstances. An airship is simply too valuable to be risked due to their strategic and diplomatic value. If an aggressor reduces a ship to half or below the ship's hull points, they will often move in and board the ship to capture it for themselves.













damage

### AIRSHIP EXAMPLE

Ship Name: Celeste

Ship Туре	Deck Size	WEAPONS	Engine	Hull
Sloop AC: 15	20 ft. wide x 60 ft. long	Swivel Cannon 2X Port 1 Starboard 1	Arcadian Mk. I	Hull Strength:  100%: Full Effect  50% or less: Less Effect  0%: No Effect, Must repair in town

THE CANNONS ON EACH SIDE OF THE SHIP CAN FIRE TO THEIR RESPECTIVE SIDES IN AN 180-DEGREE

ARC. AS LONG AS AN ENEMY IS AHEAD OR BEHIND THE SHIP, THE PLAYERS CAN USE BOTH CANNONS.

If an enemy is to the side of a ship, only the cannon on that side could fire at it.

	SLOOP
Maneuver	<ıs: -o to hit.
(CHA, DEX)	15: -1 to hit your ship, the next person to make an
	Operate System action gains advantage.
	20: all of the above, +25 ft. movement.
	(Crit) 25: all of the above, + 25 more ft. movement.
	more it. movement.
	Мк і
Power	<15: Pivot.
(INT, STR)	15: 50 ft. movement.
	20: 100 ft. movement.
	(Crit) 25: 150 ft. movement.
ATTACK	SWIVEL CANNON
(STR, DEX)	2dro piercing damage//rdro hull damage 400 ft./
	600 ft. reload 1
	Basic Supplies
REPAIR	<15: 1 hull point.
(WIS, INT)	15: 1d6 hull points.
	20: 2d6 hull points.
	(Crit) 25: 4d6 hull points.













### **EXAMPLE OF PLAY**

Here is an example of a turn of ship combat between the crew of the Celeste and a crew of Norvund Raiders.

DM: As you approach the Skyland, A Norvund Raider ship rounds the corner, its cannons being loaded frantically by eager Norvund warriors, everyone- roll initiative!

PLAYER 1 (Lillian): Okay, I got a 19!

DM: Okay, your ship will have the first move. The initiative order is Lillian, Garik, Ajohn, and Chandri. Lillian, what would you like to do?

Player I (Lillian): I will pilot the ship closer and turn our prow into them so we are harder to hit. I got a 14 on my Power check.

DM: Okay, so far you will only be able to pivot, which won't put your cannon in range. Garik?

PLAYER 2 (Garik): I'm not good at powering the engine, but I will help out Lillian. I got an 8 on my roll, so our power is now at 22. Now we can move 100 feet towards them!

Player 3 (Ajohn): In that case, since we will be facing their broadside, I will fire the cannon. I got a 17 to hit.

DM: That hits. 7 damage!

PLAYER 4 (Chandri): I will grab the tiller and make a Maneuver check. I got 18, so -1 to attacks on their next turn.

DM: Very well, they will ready their cannons and make two attacks, They rolled and 18 and 16. Since you took the Maneuver action, they both miss!















This is a DM note. They'll give you tips for running this adventure.

This is an adventure for players 3rd or 4th level. Through the course of this adventure, your party will find itself locked in a life and death battle with a fearsome Cloud Kraken, with some other surprises along the way. It is recommended you read the whole module before you run it for your table. In the following pages is everything they'll need to survive the encounter, star's willing...

### **BEGINNING**

When the adventure begins, the party is returning back to the town of New Cambria aboard their airship, the <u>Celeste</u>. The party has just recovered a haul of loot (among which is a treasure chest) by following a tip they got from the Shadowlark. The key to the chest is nowhere to be found, but the crew has an opportunity to break into the chest at the beginning of the adventure. Begin the adventure with the following passage:

### READ ALOUDS

Parts for you to read aloud to your adventuring party will look like this. You can read from them directly or paraphrase. During the course of the adventure, if you feel the story pushing you and the party away from the beaten path, feel free to explore it. If you get lost, guide the party back into the next entry in the adventure. It is here to help you explore the Skylands, so have fun with it!

Spirits are high as you fly your humble airship, the *Celeste*, through the remote Skylands of the frontier. People here are few and far between. While outlaws, pirates, and sky monsters roam these skies far from established settlements, you haven't seen another soul in days.

A swirling, angry black storm cloud sits out on the horizon, surrounded by an otherwise peaceful sky. You are currently on a course for New Cambria, the largest city in the Skylands, after a quiet and successful job.

The job came from your contact on New Cambria, a mysterious woman known only as 'the Shadowlark,' gave you a lead to a treasure trove of Arcadian gold pieces and Sulari jewels hidden on an empty, rocky Skyland deep in a crag. What she didn't tell you is right next to the trove you would also find a locked Akari puzzle chest. Since it wasn't included as part of the job, the unwritten "law of the high skies" declares the chest belongs to your crew, as a bonus. Your crew and you are gathered around the Akari chest wondering what secrets it could hold.

The chest is finely adorned with silver filigree and has a complex lock set on its front. Around the lock there are six differently colored lumite gems set into the chest. Five of these gems are glowing faintly, but the yellow one remains dim.













### Puzzle chest

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On Lyra, magic is a part of everything. While it may be more potent in some places, and people, its effects can be felt everywhere. Magic can take many forms, but the most prominent form is Color Magic. There are six main colors of magic, each linked to a specific element. They are: Yellow-Electricity, Red-Fire, Blue-Water, Purple-Wind, Green-Nature, Orange-Earth.

Lumite is a crystal that can hold Kaotic energy, attuned to one of the six colors. Starfalls are especially pure forms of lumite that fall from outer space, something Skylanders call 'the Arcus'. Akari are mages that use lumite and Starfall to control Kaos. Use any of this information that may help you party when they make History, Investigation, or Arcana checks.



### **OPENING THE CHEST**

### → Using Yellow Magic

If a party member uses any spell to create a magical effect associated with lightning or thunder, or deals lightning damage to the chest, the yellow gem will glow and the chest will open.

### → Picking the Lock

If the party member has Thieve's Tools, they can make a DC 13 Sleight of Hand check to open the lock.

### FIND THE SECRET COMPARTMENT

A party member can make a DC 20 *Investigation* check to find a secret compartment under the handle containing a key made out of a single piece of yellow lumite crystal. When a player puts the key into the chest, the yellow gem glows, and the chest opens.

### → Breaking open the Chest

The lock has an AC of 18, an HP of 5, and is immune to piercing and slashing damage. The chest has no AC but 50 HP, with the same immunities. When the chest breaks the Magebane Bomb explode on the player and they are subject to the effects of the powder.



After the crew makes three attempts to open the chest without success, one of them notices a dark cloud on the horizon. After another attempt, they will notice the cloud moving steadily towards them. If the players are unable to open the chest at the beginning or are fixating on it too heavily, the chest will break open after the first time the kraken makes an attack on the ship due to its electric power.











### **CONTENTS**

For the purposes of this adventure, players may ignore the attunement requirements for any of the equipment that requires attunement.



### AKBAR'S STARSHOT

The Sulari-made sidearm of the legendary freebooter Tyrus Akbar allowed him to best every foe until fell off his airship during a storm. The weapon's six barrels allow the wielder to swap quickly between an array of Starpowder ammunition with fantastical effects. This is a +1 Pistol. While using these weapon, it has six different bullets you can choose to fire. Once you use a specific bullet, you may not use it again until you reload the weapon.

Effect
The bullet tracks and curves towards the target. +2 to hit.
+1d6 fire damage.
When this deals damage to a target, they fall prone.
When hit, the target loses any armor it is wearing. If it is not wearing armor, it gains disadvantage on its next attack.
When hit, the target makes a DC 14 Dexterity saving throw, the target gets -1 AC and -1 to attack for 1 minute.
On hit, deals 2d10 thunder damage to the target and all creatures within 10 ft.

#### AMMUNITION:

You can use a weapon that has the *Ammunition* property to make a ranged attack only if you have ammunition to fire from the weapon. Each time you attack with the weapon, you expend one piece of ammunition. Weapons with the *Reload* property cannot have their ammunition recovered.

#### RELOAD:

This is the amount of attacks you can make with this weapon before needing to take the *Reload* action. The *Reload* action lets you discard any used shells or casings and reload fresh ammo into your weapon.

















### TIGRONI'S CREST BELT

Wonderous Item, Requires Attunement

The Tigroni Family, one of the most powerful in Pura, have accumulated a wealth of treasures over centuries. The Tigroni Crest Belt, enhanced with a yellow Starfall and spritesilk, is awarded to the champion of the house, who must follow a strict code to protect the innocent and fight evil.

While attuned to this belt, once per short rest you may use a bonus action to leap up to your movement speed towards a hostile creature you can see. Once you do, you may immediately make an attack against that creature (this does not use your action).



### MAGEBANE BOMB

Consumable

Magebane, the favored weapon of the Magistrate, allows the user to temporarily incapacitate magic users.

As a bonus action you may throw this at a point you can see within 40 ft. When you do, creatures within 10 ft. of that point are covered in Magebane powder. They gain disadvantage on spell attacks for one round and lose any damage resistances or immunities they have, and cannot be healed by magical means for 1 hour.

Akari and Lumivore creatures lose their action on their next turn when hit with a Magebane Bomb.



### Spritesilk Shadow Cloak

Armor. Requires Attunement

A cloak woven with purple spritesilk in a dark, rich, almost wine color. The cloak has glyphs of air embroidered on the hood.

This item has 3 charges. When an attack roll is made against you, you may expend a charge to roll a d20 and then choose whether the attack uses the attacker's roll or yours.

When you take a long rest, this item restores 1d3 charges.















### GIZMONOCULARS

Wonderous Item, Requires Attunement

An interesting Doru design, outsiders do not understand how someone could even see out of this infuriating device. It carries a variety of lenses that are adjusted manually and allow the wearer to see in a variety of ways.

You may make an *Arcana* check to use this item once per day. Based on your result, you gain the ability to see in different ways for 10 minutes, then they must charge before they can be used again.

Critical Failure	You break the Gizmonoculars.
DC 10	Night Vision (200 ft.).
DC 15	Heat Vision (100 ft.) or Night Vision.
DC 20 or Critical Success	X-Ray Vision (10 ft.), Heat Vision, or Night Vision.





Some of these items are powerful and not balanced for adventurers at the 3rd or 4th level. At the end of the adventure, Lady Blackheart will arrive and relieve your party of their newfound treasure.











### **TOTAL STATE OF THE CLOUD**

You notice that the black storm is no longer on the horizon, but has come considerably closer to the Celeste. Crackling occasionally with thunder and lightning, it slowly approaches your vessel. You begin to feel the air temperature drop as a biting gale whips across the deck of your ship. Small flecks of hail hit the deck. As you continue to sail, you see the cloud never gets smaller, but continues to grow in size.

The ship has a few items that might be of service to the crew in discerning the nature of the storm cloud.

### → SPYGLASS (from ship supplies)

If they use the spyglass, have one player make a DC 17 Perception or Investigation check into the storm cloud. On a success, they notice the movement of something large with several long objects (50+ ft.) moving rapidly from within the storm cloud. On a failure, it appears as a storm cloud sustained by magical means.

### → GIZMONOCULARS (Contents)

If a player uses the Gizmonoculars, and they pass the DC 15 Arcana check and gain Heat Vision, they can clearly see a large organic shape at the center of the cloud moving towards them.

If the players successfully see the shapes in the cloud, any player may make a DC 10 Nature check to deduce that the cloud is formed by the Cloud Kraken, a fearsome predator of the Skylands that uses clouds to sneak up on unsuspecting ships. The player with the Gizmonoculars does not have disadvantage on attacks on the kraken while it is in the cloud.

#### **OTHER ITEM USES**



#### → MAGEBANE BOMB

If at any point while in combat with the Cloud Kraken, the players throw the Magebane Bomb at the kraken or a tentacle (and hit it), it will lose its action on its next turn.



There are a few items located on every vessel. Find them in Ship Supplies.











### THE APPROACHING STORM

The cloud is still steadily approaching you, some 500 feet off. It floats in such a way that it will intercept your path if you do nothing. The crackle of lightning and thunder flashes within, creating dreadful shapes within the cloud.



In the course of adventuring, many things can happen. Here is how you can cover the most common scenarios.



### Running Away from the Storm Cloud

The party may try to flee the storm cloud altogether. If they do, have one crew member make a DC 20 Engine check with disadvantage due to the rocky weather conditions. On a success, skip to the Pursuit stage of the combat with 200 ft. between the kraken and the ship. On a failure, go to the Surprise Attack stage of the attack with the kraken breaking from the cloud in a sprint toward the Celeste.



### FLYING AROUND THE STORM CLOUD

If the party tries to fly around the storm, one person makes a DC 15 Maneuver check (see: Airship Example). If they are proficient in Perception or Survival, they may do so with advantage. On a failure, the crew is surprised when the Cloud Kraken attacks. Otherwise, they see the tentacle attack coming in advance and maneuver away from it. Either way, the kraken will pursue the ship.



### FLYING THROUGH THE STORM

If your party makes this foolhardy approach, doom is not certain. As they fly into the dense fog, everyone on the ship will take 1d6 lightning damage as they enter the eye of the storm. As they enter the eye, there is a moment of calm before the kraken takes a surprise round, making two Tentacle Slam attacks against anyone on the deck, flinging the ship 100 ft. out of the storm cloud and dealing 1d10 hull damage per hit.



### FIRING A CANNON INTO THE CLOUD

If the party uses either of the ship cannons to make an attack against the cloud, they make the attack with disadvantage. On a successful hit, the kraken takes damage and breaks from the storm cloud to pursue the party, thunder and lightning clinging to it as it exits the cloud. On a missed attack, the kraken emerges from the cloud to pursue the party from 100 ft.













### THE COMBAT

The beginning of combat will vary depending on how the crew deals with the storm cloud, but generally the fight will proceed in three phases: the surprise attack, the pursuit, then the kraken grappling the vessel. In the surprise attack, the kraken reveals itself from the storm and attempts to throw the ship at a Skyland. The pursuit, where the kraken chases the crew from out of the storm, taking cannon fire from the ship. Finally, the kraken closes in on the ship and spawns fearsome tentacles that lash down on the crew.

### SURPRISE ATTACK

Out of the storm, you see a leviathan eye leer at you with hunger. Slimy pale tentacles slither in and out of the storm in a confusing, writhing rhythm until one strikes from above against your ship, breaking a large section of your airship's rail. The beak of the kraken breaks from the cloud, and you can feel the malice of its hot breath falling down on you. It grabs your ship and slings you out towards a nearby Skyland. Your ship narrowly avoids its destruction. The kraken leaves the storm cloud fully - lightning, thunder, and hail clinging to it. It begins to pursue you, the storm clinging to it like a giant billowing cape.

As the kraken approaches, your Starfall Meter begins glowing yellow and its bell rings in a slow, repetitive tone.



The Starfall Meter is an item located on every vessel. Find it in the Ship Supplies section.

### THE PURSUIT

If you start with the pursuit without the kraken getting a surprise attack on the crew, read the following passage:

•••

From deep within the black cloud you hear an ear-raking screech. Tentacles lash out and dissipate the storm cloud as you are confronted with the visage of a terrible Cloud Kraken. The tentacles snap back and forth hungrily as it glares at you with its monocular eye. It breaks free from the cloud, flying at you rapidly, the storm cloud following behind like a giant spray of ink tainting the sky.

The crew has the opportunity to learn ship mechanics while avoiding the kraken's pursuit. Please refer to the Ship Rules section in the demo in order to learn how to operate a ship, including the reference Example of Play section and point your party to the same resources. In general, the players should focus first on engines, then cannons and repairs, but let them figure this out. Ships aren't designed so you use every system at max strength each turn, but the players can come together to push one system when they are in dire need. If the party has dealt a lot of damage or are getting away, the kraken can use the Dash action to catch up quickly. It is recommended the kraken has 40 hp or less before moving to the next stage. If the ship becomes too damaged (50% or less) that is also a good time to move to the next stage.













### KRAKEN GRAPPLES THE SHIP

•••

The kraken has you in its sight. You hear a terrible screech as tentacles wrap over the deck and under the ship. The engine makes a pitiful groan as it grinds to a halt. There is no escape now. This has become a matter of Life and Death.

The kraken attaches to the ship and spawns a number of *Kraken Tentacles* according to its ability and how much HP it has left. See the *Kraken Tentacle* stat block on the next page. The size of the deck is 20 ft. wide and 60 ft. long. The crew may choose to fire the cannons at the tentacles. Because of the short range, the crew will make cannon attacks with disadvantage.

### CLIMBING ON THE KRAKEN

Players may wish to climb or jump onto the Cloud Kraken. In order to do so, have them roll a DC 16 Athletics check. On a success, they climb onto a tentacle. If they are leaping at the head, a tentacle will block them if available. They gain advantage on attacks against that tentacle while they are holding onto it with at least one arm. If they fail, they fall off onto the deck. If they are not over the ship when the grapple breaks, they fall off of the ship. Another character must take an action to throw them a Life Preserver before their next turn, or they will be out of range and the character will plummet to their demise.











### CLOUD KRAKEN

The Cloud Kraken is one of the largest predators of the Skylands, eating all but the most fearsome creatures. Many ships have fallen to Cloud Kraken attacks, and they are the subject of many harrowing tales told by Skywhalers.

### CLOUD KRAKEN

Huge Magical Beast

Armor Class: 16 Hit Points: 70 Flying Speed: 100 ft. Challenge: 3

#### **ABILITIES**

*Electric Field.* Any airship within 100 ft. of the Cloud Kraken has the effect of their ship systems going down 1 level (except cannons).

**ACTIONS** - The kraken may take one action per turn.



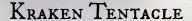
Tentacle Slam. Once per turn, the kraken can make an attack against a ship within 200 ft. of it (+5 to hit, 1d12 hull damage). Everyone aboard makes a DC 14 Dexterity saving throw or take 1d6 bludgeoning damage as the ship is violently rocked.



**Grapple.** (Range 25 ft.) When it grapples a ship, it cannot lose hp, and summons a *Kraken Tentacle* on the deck of the ship for each 10 hp it has remaining (rounding up). It may detach at any time, and once all tentacles are defeated, it will die.



Lightning Strike (Recharge 5-6). (Range 200 ft.) The kraken releases a bolt of lightning at the target. Target ship takes 1d6 hull damage and everyone aboard makes a DC 14 Constitution saving throw. On a failed save, they take 1d6 lightning damage and their movement speed is reduced to 0 until the kraken's next turn. They cannot operate a different system than the one they did last turn.



Large beast, Neutral

Armor Class: 13 (natural armor)		) Hit Point	Hit Points: 44 (8d10)		Speed: 10 ft., fly 50 ft.	
STR	DEX	CON	INT	WIS	CHA	
18 (+4)	13 (+1)	10 (+0)	3 (-4)	6 (-2)	8 (-1)	

Saving Throws: Str +6, Wis +0

DAMAGE RESISTANCES: lightning

CONDITION IMMUNITIES: blinded, deafened, paralyzed, prone, restrained

Senses passive: Perception 8

CHALLENGE: 2 (450 XP)

*Tentacle Cusps.* The Kraken Tentacle has advantage on attack rolls against any creature grappled by it or another tentacle.

#### **ACTIONS**

Tentacle Lash. Melee Attack: +6 to hit, reach 10 ft., one target. Hit: 13 (2d8 + 4) cold damage.

















# FINISHING THE ENCOUNTER

Depending on what your party does and what tools they have access to, there are essentially three outcomes to this adventure:

### THE KRAKEN IS DEFEATED

Using all of your guile, luck, and skill, you have bested the fearsome Cloud Kraken. Its tentacles unfurl slowly from your deck, you see in its clutches a large yellow Starfall crystal. One of you wrench it from its terrible grasp as its body floats silently away. This is an object of immense power. You feel it slowly pulse like thunder in your hands. As you hold it, the storm clinging to the kraken's corpse slowly dissipates. As your crew gathers to pilot the ship away from this foul place, you notice your way ahead is blocked by two pirate ships flying the flags of the Twenty One, the most infamous pirate clan in the skies.

You see a behemoth of an airship crest the clouds behind you and block your last avenue of escape. The large ship dwarfs the Celeste as it drops a gangplank down for the pirate captain Lady Blackheart to strut aboard your vessel. She says 'How nice of you to retrieve my belongings for me. I hope you were happy with the loan. Her brutes move towards you and your party aggressively. As you look around, dozens of pirates are pointing muskets and wielding sabers at you. You have no choice.

Lady Blackheart smirks as her eyes point daggers into you. I don't take kindly to scum touching my things. I am taking the Starfall too, as a penalty. I'll leave you with your dingy, this thing isn't worth the scrap. If you have any complaints, you can send them to the Pirate Queen at Grimstone Harbor. 'Her crew laughs raucously as her lackeys relieve your party of their newfound treasure. With the fruits of your last job aboard, the pirate flotilla flies away like a plague on the wind. Why did the Shadowlark send you after pirate treasure? Seems almost like a set up...











### THE PARTY ESCAPES THE KRAKEN

•••

You narrowly escape certain doom. You need a lot of luck to get through the skies, and today was your lucky day. As you round the next Skyland ahead, your way ahead is blocked by two pirate ships flying the flags of the Twenty One, the most infamous pirate clan in the skies. You see a behemoth of an airship crest the clouds behind you and block your last avenue of escape. The large ship dwarfs the *Celeste* as it drops a gangplank down to allow the pirate captain, Lady Blackheart to strut aboard your vessel. 'How nice of you to retrieve my belongings for me. I hope you were happy with the loan.'

Her brutes move towards you and your party aggressively. As you look around, dozens of pirates are pointing muskets and wielding sabers at you. You have no choice. Lady Blackheart smirks as her eyes point daggers into you. 'I don't take kindly to scum touching my things... but I will leave you with your dingy, this thing isn't worth the scrap. If you have any complaints, you can send them to the Pirate Queen at Grimstone Harbor.' Her crew laughs raucously as her lackeys relieve your party of their newfound treasure. With the fruits of your last job aboard, the pirate flotilla flies away like a plague on the wind. Why did the Shadowlark send you after pirate treasure? Seems almost like a set up...

### THE PARTY IS DEFEATED

•••



Anyone with a ship can get treasure. The hard part is keeping it. Your crew will go down in legend as a cautionary tale to warn others of the dangers in the skies.











# THANK YOU FOR PLAYING THE STARFALL DEMO!

It means so much to us to have *Starfall* on your tabletop. But it doesn't stop here - now that you've experienced the first of many adventures, we'd love to hear what you think! What did you like? Where could we improve? What would you like to see more of when the book comes out in 2024?

We welcome everyone to share all their thoughts, ideas, and suggestions. So check out our website, join our Discord, follow our socials, become a part of the *Starfall* community and help us make *Starfall* the best 5e setting it can be!

Starfall Crew













